

EXHIBIT 2

CERTIFICATE OF INCORPORATION

**[CERTIFICATE TO TRANSACT BUSINESS IN ILLINOIS
will be forwarded under separate cover.]**

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "EL PASO ENERGY COMMUNICATIONS COMPANY", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "EL PASO GLOBAL NETWORKS COMPANY", THE SECOND DAY OF AUGUST, A.D. 2000, AT 3:31 O'CLOCK P.M.



Edward J. Freel, Secretary of State

2997582 8320

001397959

AUTHENTICATION: 0604903

DATE: 08-07-00

TYPE OR PRINT LEGIBLY
FILE DUPLICATE ORIGINALS
FILING FEE: \$50.00

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY

AUG 28 2000

CORPORATION DEPARTMENT

The undersigned corporation applies for an Amended Certificate of Authority under the New Mexico Business Corporation Act to transact business in New Mexico, and for that purpose submits the following Statement:

1. A Certificate of Authority was issued to it on August 11, 1999, with NMSCC Certificate of Authority Number 2025617, authorizing it to transact business in New Mexico under the name El Paso Energy Communications Company

2. Its corporate name has been changed to El Paso Global Networks Company

3. If the corporate name as changed does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of those words. Then its corporate name with one of these words or abbreviations added thereto which it elected to use in New Mexico is _____

4. It desires to pursue in the transaction of business in New Mexico the following other or additional purposes then set forth in its prior Application for Certificate of Authority:
No Change

5. An original Certificate of Filing duly authenticated by the proper officer of the state or country under the laws of which it is incorporated is attached to verify the change of corporate name.

Dated: 8/14/00

El Paso Global Networks Company
(Corporate Name)

By David L. Siddall and Margaret E. Roark
Its Vice President Its Asst Secretary Margaret E. Roark

Under penalties of perjury, I declare and affirm that I am one of the above corporate officers who signed the foregoing document executed by the corporation, and that the statements contained therein are true and correct to the best of our knowledge.

NMSCC-CD
FORM FPR-ACA
(REV 2/95)

(N.M. - 1793 - 4/24/97) c

AUG 19 2000

CORPORATION DEPT

Margaret E. Roark
(Signature of Verified Officer)



OFFICE OF THE
PUBLIC REGULATION COMMISSION

AMENDED
CERTIFICATE OF AUTHORITY

OF

EL PASO GLOBAL NETWORKS COMPANY

3208311

A DELAWARE CORPORATION

The Public Regulation Commission certifies that duplicate originals of the Application for Amended Certificate of Authority attached hereto, duly signed and verified pursuant to the provisions of the

BUSINESS CORPORATION ACT

(53-17-1 to 53-17-20 NMSA 1978)

have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the Public Regulation Commission issues this Amended Certificate of Authority and attaches hereto a duplicate original of the Application for Amended Certificate of Authority.

Dated: AUGUST 28, 2000

In testimony whereof, the State Public Regulation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to be affixed at the City of Santa Fe


Chairman


Bureau Chief

Bureau Chief

CERTIFICATE TO TRANSACT BUSINESS IN ILLINOIS

EPGN's certificate to transact business in Illinois will be provided to the Commission under separate cover at a later date and prior to commencing operations under this certificate.